

GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Telephone: (414) 273-3500
Facsimile: (414) 273-5198

Carla O. Andres (*Pro Hac Vice*)

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
-----	x	

**STIPULATION BETWEEN LOCKE LORD LLP AND THE FEE COMMITTEE
REGARDING THE THIRD INTERIM APPLICATION OF LOCKE LORD LLP,
SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OCTOBER 1, 2011 THROUGH MARCH 6, 2012**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on May 16, 2012, Locke Lord LLP (“Locke Lord”) filed the *Third Interim Application for the Tenth Interim Application Period of Locke Lord LLP for Compensation and Reimbursement of Expenses* (the “Third Fee Application”) [Docket No. 27920] seeking interim fees in the amount of \$105,898.04 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$36,560.39;

WHEREAS, Locke Lord has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Third Fee Application and issued a Confidential Letter Report on July 25, 2012;

WHEREAS, Locke Lord has agreed to accept the Fee Committee’s proposal of a reduction in the amount of \$1,395.85 for Locke Lord’s out-of-pocket expense reimbursement request and a reduction of \$2,367.13 for professional services rendered; and

WHEREAS, notwithstanding this Stipulation, the Third Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

STIPULATION

NOW, THEREFORE, the Fee Committee and Locke Lord hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Locke Lord’s request for interim compensation and reimbursement of expenses in the amount of \$103,530.91 in fees and the reduced amount of \$35,164.54 in expenses.

[Signature Page Follows]

Dated: Milwaukee, Wisconsin
October 11, 2012.

GODFREY & KAHN, S.C.

By: /s/ Carla O. Andres
Carla O. Andres
GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Telephone: (414) 273-3500
Facsimile: (414) 273-5198
E-mail: candres@gklaw.com

Attorneys for the Fee Committee

LOCKE LORD LLP

By: /s/ Robert Mowrey
Robert Mowrey
Locke Lord LLP
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201
Telephone: 214-740-8000
Facsimile: 214-740-8800
E-mail: rmowrey@lockelord.com

8401666_1


Dated: Milwaukee, Wisconsin
~~September~~ 11, 2012
~~October~~

GODFREY & KAHN, S.C.

By: /s/ Carla O. Andres 
Carla O. Andres
GODFREY & KAHN, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
Telephone: (414) 273-3500
Facsimile: (414) 273-5198
E-mail: candres@gklaw.com

Attorneys for the Fee Committee

LOCKE LORD LLP

By: 
Robert Mowrey
Locke Lord LLP
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201
Telephone: 214-740-8000
Facsimile: 214-740-8800
E-mail: rmowrey@lockelord.com